

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

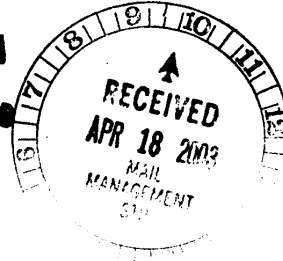
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

April 16, 2003

RECORDATION NO. 23327-C FILED

APR 18 '03 2-41 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 7 dated August 25, 2002, to the Lease Agreement dated as of September 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 1, 2000, which was duly filed and recorded on January 12, 2001 and assigned Recordation Number 23327.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

Four (4) Maxi-Stack I five-unit articulated, 40-foot, double-stack container railcars marked and numbered BNSF 237070 through BNSF 237073, inclusive.

Mr. Vernon A. Williams
April 16, 2003
Page 2

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Rider No. 7 dated as of August 25, 2002, to a Lease Agreement dated as of September 1, 2000 between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ:bjz
Enclosure

cc: Robert W. Alvord, Esq.

RECORDING NO. 23327-C FILED

APR 18 '03 2-41 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("LESSEE")

SEPTEMBER 1, 2000

RIDER NO. 7

DATED AS OF AUGUST 25, 2002

Memorandum of a Lease Agreement for Rider No. 7 dated as of August 25, 2002 to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor four (4) Maxi-Stack I five-unit articulated, 40 foot, double-stack container railcars, marked and numbered BNSF 237070 through BNSF 237073, inclusive.
2. Rider No. 7 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 7.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

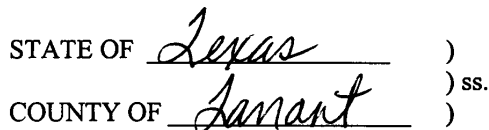
LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Edward L. Zogor

Title: VP International / AUTOMOTIVE EQUIPMENT

On this 14th day of April, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 5/28/2006



Lina Mailhes
NOTARY PUBLIC

